

Exhibit A

[PROPOSED] Interim Order

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

Debtor.

Tax I.D. No. 94-3234914

Case Nos. 19 - ____ (____)
19 - ____ (____)

Chapter 11

**[PROPOSED] INTERIM ORDER
PURSUANT TO 11 U.S.C. §§ 105(a), 363(b),
507(a), AND 541 AND FED. R. BANKR. P.
6003 AND 6004 AUTHORIZING DEBTORS
TO PAY PREPETITION TAXES AND
ASSESSMENTS AND GRANTING
RELATED RELIEF**

In re:

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtor.

Tax I.D. No. 94-0742640

Date:
Time:
Place:

1 Upon the Motion, dated _____, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 105(a), 363(b), 507(a), and 541 of title 11 of the United States Code (the
5 “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the
6 “**Bankruptcy Rules**”), for entry of interim and final orders authorizing, but not directing, the Debtors
7 to pay the Taxes and Assessments, including any Taxes and Assessments subsequently determined upon
8 audit, or otherwise, to be owed, and granting related relief, all as more fully set forth in the Motion; and
9 this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28
10 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*,
11 General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States
12 District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration
13 of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue
14 being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and
15 determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient
16 under the circumstances, and it appearing that no other or further notice need be provided; and this Court
17 having reviewed the Motion and the Wells Declaration; and this Court having held a hearing on the
18 Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish
19 just cause for the relief granted herein; and it appearing that the relief requested in the Motion is
20 necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by
21 Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, shareholders,
22 and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation
23 and sufficient cause appearing therefor,

24 **IT IS HEREBY ORDERED THAT:**

- 25 1. The Motion is granted on an interim basis, as provided herein.
- 26 2. The Debtors are authorized, but not directed, in their sole discretion, pursuant to sections

27 _____

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 105(a), 363(b), 507(a)(8), and 541 of the Bankruptcy Code, to pay all Taxes and Assessments whether
2 relating to the period prior or subsequent to the Petition Date, including all Sales and Use Taxes, Property
3 Taxes, Income Taxes, Excise Taxes, Gross Receipts Taxes, Pass Through Fees, Regulatory Fees and
4 Other Taxes and Fees, and including any Taxes and Assessments subsequently determined on audit or
5 otherwise; provided that the prepetition amounts authorized shall not exceed \$11,300,000 pending the
6 final hearing on the Motion.

7 3. Banks and financial institutions are authorized, but not directed, at the Debtors' request,
8 to receive, process, honor and pay, to the extent of funds on deposit, any and all checks issued or to be
9 issued or electronic funds transfers requested or to be requested by the Debtors relating to the payment
10 of Taxes and Assessments as authorized herein.

11 4. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect
12 new electronic funds transfers on account of the Taxes and Assessments to replace any prepetition checks
13 or electronic funds transfer requests that may be lost, dishonored, or rejected as a result of the
14 commencement of the Chapter 11 Cases.

15 5. Nothing contained in this Interim Order or in the Motion is intended to be or shall be
16 construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the
17 Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or
18 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy
19 Code. Likewise any payment made pursuant to this Interim Order is not intended to be and shall not be
20 construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such
21 claim subsequently.

22 6. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended
23 to create, any rights in favor of or enhance the status of any claim held by, any party.

24 7. The requirements for immediate entry of this Interim Order pursuant to Bankruptcy Rule
25 6003(b) have been satisfied.

26 8. The requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived.

27 9. Notwithstanding the provisions of Bankruptcy Rules 4001(a)(2) and 6004(h), this Interim
28 Order shall be immediately effective and enforceable upon its entry.

1 10. The Debtors are authorized to take all steps necessary or appropriate to carry out this
2 Interim Order.

3 11. A final hearing to consider the relief requested in the Motion shall be held on ____,
4 ____ at ____ (Prevailing Pacific Time) and any objections or responses to the Motion shall be filed
5 and served so as to be actually received on or prior to _____, ____ at 4:00 p.m. (Prevailing Pacific
6 Time).

7 12. This Court shall retain jurisdiction to hear and determine all matters arising from or
8 related to the implementation, interpretation, or enforcement of this Interim Order.

9 ** END OF ORDER **